

**ACTION BY WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
500 W 184 LLC  
Dated: January 21, 2021**

The undersigned, being the sole and managing member of sole member of the Board of Directors (the "Board") as well as the sole and managing member of 500 W 184 LLC, a New York limited liability company (the "Company") does hereby consent to the adoption of the following resolutions as of the date hereof:

**WHEREAS**, having approved of the written consent of the sole and managing member (the "Member") of the Company, January 21, 2021 (the "Written Consent"), the Board authorized, *inter alia*, the commencement of a Chapter 11 Case (a copy of the Written Consent is annexed hereto, and made a part hereof, as Schedule "A"); and

**WHEREAS**, the member has reviewed the Written Consent and supports the findings and resolutions contained therein.

**NOW, THEREFORE, IT IS:**

**RESOLVED** that the Written Consent is approved by the Board;

**RESOLVED FURTHER**, that, in the business judgment of the Member having reviewed and considered the financial condition of the Company and the Company's business on the date hereof, that it is desirable and in the best interests of the Company, its creditors and other interested parties, that a voluntary petition be filed by the Company to seek protection and reorganization under the provisions of Chapter 11, title 11, United States Code (the "Bankruptcy Code") for the purposes of commencing a reorganization case thereunder (the "Bankruptcy Case");

**RESOLVED FURTHER**, that the undersigned Member is authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all other actions that the Member may deem necessary, proper or advisable to obtain such relief under the Bankruptcy Code, including, without limitation, engagement of professionals and contractors, and any other action to maintain the ordinary course of the Company's business; and

**IN WITNESS WHEREOF**, the undersigned has executed this resolution as of the date first written above.

**500 W 184 LLC**

**By: Marie Chery Rev. Fam. Tr.,  
Sole and Managing Member**

By: Elizabeth Chery  
Elizabeth Chery, Trustee

**SCHEDULE "A"**

**ACTION BY WRITTEN CONSENT  
OF THE SOLE AND MANAGING  
MEMBER OF 500 W 184 LLC**

**Dated: January 21, 2021**

The undersigned, being the sole and managing member of 500 W 184 LLC, a New York limited liability company (the "Company") does hereby consent to the adoption of the following resolutions without the formality of convening a meeting, for and as the action of the sole and managing member (the "Member"), as of the date hereof:

**WHEREAS**, the Member has considered and evaluated the financial and operational condition of the Company and the Company's business as of the date hereof; and

**WHEREAS**, there are currently no members serving on the Company's Board of Directors (the "Board"); and

**WHEREAS**, the Member, as the sole member of the Company, constitutes the entire management authority thereof, and desires to constitute the Board; and

**WHEREAS**, pursuant to the Company's Operating Agreement (the "Operating Agreement"), the sole and managing member of the Company has the right to increase or decrease the authorized number of directors on the Board; and

**WHEREAS**, the Member desires to have the authorized minimum number of directors to serve on the Board to be one (1); and

**WHEREAS**, pursuant to the Action By Written Consent (the "Written Consent") of the Member, dated as of the date hereof, the Member has been elected to serve as the sole director on the Board; and

**WHEREAS**, the Board has considered and evaluated the financial and operational condition of the Company and the Company's business as of the date hereof, after consultation with the Company's attorneys and advisors; and

**WHEREAS**, the Board has considered and evaluated the proposed retainer agreement (the "Retainer Agreement") between The Law Office of Warren R. Graham, Esq. and the Company, annexed hereto.

**NOW, THEREFORE, IT IS:**

**RESOLVED** that the minimum number of Directors on the Board shall be one (1); and

**RESOLVED FURTHER** that pending further action by the Member, the Member shall serve as the sole Director on the Board; and

**RESOLVED FURTHER** that in the business judgment of the Member and the Board, after having reviewed and considered the financial condition of the Company and the Company's business on the date hereof, it is desirable and in the best interests of the Company, its creditors and other interested parties, that a voluntary petition be filed by the Company to seek protection and reorganization under the provisions of Chapter 11, title 11, United States Code (the "Bankruptcy Code") for the purposes of commencing a reorganization case thereunder (the "Bankruptcy Case"); and

**RESOLVED FURTHER** that the undersigned Member, as sole Director of the Company's Board is authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all other actions that the Member may deem necessary, proper or advisable to obtain such relief under the Bankruptcy Code, including, without limitation, engagement of professionals and contractors, and any other action to maintain the ordinary course of the Company's business; and

**RESOLVED FURTHER** that the Member, as sole Director of the Company's Board hereby approves the Retainer Agreement, and ratifies its contents in all respects, subject to approval of the Bankruptcy Court having jurisdiction of the Bankruptcy Case.

**IN WITNESS WHEREOF**, the undersigned has executed this written consent as of the date first written above.,

**Marie Chery Rev. Fam. Tr.,  
sole and managing member of 500 W 184 LLC**

By: Elizabeth Chery  
**Elizabeth Chery, Trustee**